RESCRIBATION NO. 23593-

ALVORD AND ALVORD

ATTORNEYS AT LAW

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SUITE 301

WASHINGTON, D.C.

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February 4, 2005

E-MAIL alvordlaw@aol.com

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3-09PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

Mr. Vernon A. Williams Secretary Surface Transportation Board Washington, D.C. 20423

Dear Mr. Williams:

ELIAS C. ALVORD (1942) ELLSWORTH C. ALVORD (1964)

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railcar Lease Agreement, dated as of June 18, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease Agreement previously filed with the Board under Recordation Number 23593.

The names and addresses of the parties to the enclosed document are:

Lessor:

Bombardier Capital Rail Inc.

12735 Gran Bay Parkway West-Suite #1000

Jacksonville, Florida 32258

Lessee:

Union Pacific Railroad Company 1400 Douglas Street #0780 Omaha, Nebraska 68179-0780 Mr. Vernon A. Williams February 4, 2005 Page 2

A description of the railroad equipment covered by the enclosed document is:

162 railcars, 158 within the series CHTT 101145 - CHTT 101309 and 4 within the series KCS 759055 - KCS 759072, both as more particularly set forth in the equipment schedule attached to the document

A short summary of the document to appear in the index is:

Memorandum of Railcar Lease Agreement.

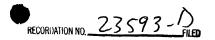
Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours

Robert W. Alvord

RWA/anm Enclosure



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## SURFACE TRANSPORTATION BOARD MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of Asy 2004 by and between Bombardier Capital Rail Inc., a Minnesota corporation (formerly known as NorRail, Inc. and herein referred to as "Lessor") and Union Pacific Railroad Company, a Delaware corporation ("Lessee"), with reference to the following:

- 1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Master Railcar Service and Lease Agreement No. 0351737 dated October 31, 1997 between Lessor and Lessee (hereinafter referred to as the "Lease").
- 2. Pursuant to Schedule No. 015 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor up to one hundred sixty-four (164) 60' 9" Plate F Autoparts Boxcar railcars bearing the reporting mark and numbers indicated on Exhibit A hereto, all as more particularly described in the Lease.
- 3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: Bombardier Capital Rail Inc. (formerly known as NorRail, Inc.)	LESSEE: Union Pacific Railroad Company
By:	By: Tour Watson
Print Name: James M Tilley	Print Name:
Title: Vice Preside Se 1 & Marketing	Title: Karen A. Watson
The state of the s	(Optional) General Director-
And by:	And by: Mechanical Purchasing
Print Hame: RICHARD S. MITCHELL	Print Name:
Print Name: VICE PRESIDENT & GENERAL	MANAGER Title:

## EXHIBIT A MEMORANDUM OF RAILCAR LEASE AGREEMENT

EQUIP NUMBER				
1.	CHTT101145			
2.	CHTT101146			
3.	CHTT101147			
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155. CHTT101306
156. CHTT101307
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161. KCS 759072
162. KCS 759072
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164. To be advised

STATE OF _ COUNTY OI	Nebraska Douglas		
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(Seal)	GENERAL NOTARY - State of Nebraska DEBORAH L. VORNBROCK My Carra, Bap. Jan. 15, 2008	Notary Public My commission ex	L. L. Oly Buck) pires: _1/15/08
STATE OF F. COUNTY OF			
corporation by	day of Aa, 2004 before to me personal date. And the land	on, that said instrument ware core, and they acknowledge	is signed on behalf of said
(Seal)	GAIL BLAGSVEDT MY COMMISSION # DD 130301 EXPIRES: July 1, 2006 Bonded Thru Notary Public Underwriters	Notary Fublic	stated formula sires: 1-1-04